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RECORDATION NO. 21189 FILED

JAN 30 '98

12-10 PM

OF COUNSEL
URBAN A. LESTER

January 30, 1998

RECORDATION NO. 21189-A FILED

JAN 30 '98

12-10 PM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Memorandum of Equipment Schedule No. 016, dated as of September 1, 1995, a primary document as defined in the Board's Rules for the Recordation of Documents and a Memorandum of Asset Purchase, Assignment and Assumption Agreement, dated as of December 31, 1997, a secondary document related thereto.

The names and addresses of the parties to the enclosed documents are:

Primary →

Equipment Schedule No. 016

Lessor: The Vaughn Group, Ltd.
8240 Beckett Park Drive
Hamilton, Ohio 45011

Lessee: PSI Energy, Inc.
1000 E. Main Street
Plainfield, North Dakota 58058

RECEIVED
SURFACE TRANSPORTATION
BOARD

JAN 30 12 09 PM '98

Counterparts - Betty J.

Mr. Vernon A. Williams
January 30, 1998
Page 2

A →

Memorandum of Asset Purchase, Assignment
and Assumption Agreement

Assignee: Star Bank, National Association
425 Walnut Street
Cincinnati, Ohio 45202

Assignor: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

A description of the railroad equipment covered by the enclosed documents is:

One (1) model SW-1000 locomotive bearing ID No. 4615

Also enclosed is a check in the amount of \$48.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

JAN 30 '98

12-10 PM

**MEMORANDUM OF ASSET PURCHASE,
ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Asset Purchase, Assignment and Assumption Agreement made and entered into as of December 31, 1997 by and between The Vaughn Group, Ltd. ("Vaughn") and Star Bank, National Association ("Star").

WITNESSETH:

1. Vaughn, as Lessor, has entered into that certain Equipment Schedule No. 016 to Master Equipment Lease Agreement dated September 1, 1995 (the "Schedule"), with PSI Energy, Inc., as Lessee, with respect to the railroad equipment set forth on Exhibit A attached hereto.
2. Vaughn has agreed to sell and assign to Star and Star as agreed to accept from Vaughn the Schedule and the railroad equipment subject to that Schedule.
3. This Memorandum of Asset Purchase, Assignment and Assumption Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

THE VAUGHN GROUP, LTD.

By: 

John V. Handelsman

Title: **President and CEO**

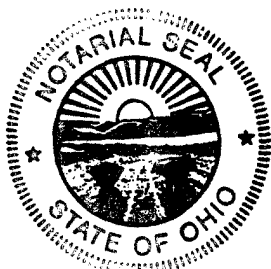
STAR BANK, NATIONAL ASSOCIATION

By: 

Title: VP.

STATE OF Ohio)
COUNTY OF Butler) SS

On this 28 day of January, 1998 before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he/she is the President and CEO of The Vaughn Group, Ltd., that said instrument was signed on behalf of said company by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



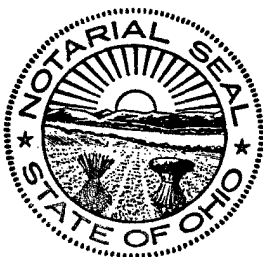
Kathy J. Voegele
Notary Public

KATHY J. VOEGELE
Notary Public, State of Ohio
My Commission Expires Aug. 16, 2000

My commission expires:

STATE OF Ohio)
COUNTY OF Hamilton) SS

On this 13 day of January, 1998 before me personally appeared Kim Trumbetta, to me personally known, who being duly sworn, says that he/she is the Vice President of Star Bank, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Chang K. Cho
Notary Public, State of Ohio
My Commission Expires February 1, 1998

Chang K. Cho
Notary Public

My commission expires:

Exhibit A

Equipment Location:

Wabash River Station
450 Bolton Road
W. Terre Haute, Indiana 47885
Vigo County

Manufacturer	Vendor	Qty.	Description	ID No.
EMD	National Railway Equipment	1	Remanufactured 1971 General Motors Corp. locomotive Model SW-1000 rated at 1000 horsepower equipped with the following: <ul style="list-style-type: none">- Model 8-645-E Diesel Engine- D25 Main Generator- 10KW Auxiliary Generator- WBO Air Compressor- 26NL Air Brake Schedule- 61/2 x 12 Roller Bearing Truck Assemblies- with 2" or Better Wheel Thickness- D77 Traction Motors	4615